

WIND RIVER SYSTEMS INC  
 Form 4  
 July 20, 2009

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 GUPTA NARENDRA

2. Issuer Name and Ticker or Trading Symbol  
 WIND RIVER SYSTEMS INC  
 [WIND]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 500 WIND RIVER WAY  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 07/16/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 \_\_\_\_ Officer (give title below)  Other (specify below)  
 Former Director

ALAMEDA, CA 94501

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	07/16/2009		D	88 <sup>(1)</sup> D	\$ 11.5 0	I	Under 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**



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approximately 88 shares of WIND common stock at the closing price of WIND common stock on July 16, 2009 of \$11.50.

- (2) The option is fully vested.
- (3) Pursuant to the Merger Agreement, the option was cancelled in exchange for a cash payment of \$50,400.00, which represents the difference between \$11.50 and the exercise price of the option per share.
- (4) Pursuant to the Merger Agreement, the option was cancelled in exchange for a cash payment of \$23,400.00, which represents the difference between \$11.50 and the exercise price of the option per share.
- (5) Pursuant to the Merger Agreement, the option was cancelled in exchange for a cash payment of \$6,450.00, which represents the difference between \$11.50 and the exercise price of the option per share.
- (6) Pursuant to the Merger Agreement, the option was cancelled in exchange for a cash payment of \$1,522,500.00, which represents the difference between \$11.50 and the exercise price of the option per share.
- (7) Pursuant to the Merger Agreement, the option was cancelled in exchange for a cash payment of \$51,120.00, which represents the difference between \$11.50 and the exercise price of the option per share.
- (8) Each restricted stock unit represents a contingent right to receive one share of WIND common stock.
- (9) Pursuant to the provisions of the 2005 Equity Incentive Plan and the Merger Agreement, the restricted stock units vested in full upon the effectiveness of the merger.
- (10) Not applicable.
- (11) Pursuant to the Merger Agreement, the restricted stock units were cancelled in exchange for a cash payment of \$207,000.00, which represents \$11.50 for each outstanding unit.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.